

HUSCH BLACKWELL

RECORDING NO. 25889-B

JAN 07 '11 -1 12 PM

Jeffery A. Yorg
Attorney
190 Carondelet Plaza, Suite 600
St. Louis, MO 63105
Direct: 314.480.1757
Fax: 314.480.1505
jeffery.yorg@huschblackwell.com

SURFACE TRANSPORTATION BOARD



January 6, 2011

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

Re: Filing of Addendum to Memorandum of Chattel Mortgage and Security Agreement

Dear Ms. Brown:

Enclosed for recordation with the Surface Transportation Board are two (2) original copies of an Addendum to Memorandum of Chattel Mortgage and Security Agreement and Assignment of Chattel Mortgage and Security Agreement, dated December 31, 2010, which modifies that certain Memorandum of Chattel Mortgage and Security Agreement, dated September 23, 2005, with a recordation number of #25889 and recorded on October 7, 2005.

The names and addresses of the parties to the enclosed document are:

Assignor: Fifth Third Bank
8001 Maryland, Suite 1400
Saint Louis, Missouri 63105

Assignee: Fred Parsons
c/o Sparks Law Office, P.C.
P. O. Box 521
Maryville, Illinois 62062

Also, a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee will be enclosed with the original documents that have been sent on the same day of the electronic filing.

HUSCH BLACKWELL LLP

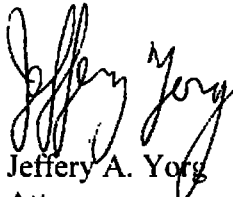
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Cynthia Brown
Chief, Section of Administration
January 6, 2011
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Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely yours,

HUSCH BLACKWELL LLP



Jeffery A. Yorg
Attorney

Enclosures

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SURFACE TRANSPORTATION BOARD

**ADDENDUM TO MEMORANDUM OF CHATTEL MORTGAGE AND
SECURITY AGREEMENT AND ASSIGNMENT OF CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

This Addendum to Memorandum of Chattel Mortgage and Security Agreement and Assignment of Chattel Mortgage and Security Agreement (this "Assignment") is being executed and delivered by FIFTH THIRD BANK ("Assignor") to FRED PARSONS ("Assignee"), pursuant to, and in furtherance of the arrangements provided for in, that certain Assignment and Assumption Agreement by and between Assignor Seller, and Assignee dated as of December 31, 2010 (the "Agreement").

For valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby transfers and assigns to Assignee, with respect to that certain loan made by Assignor to OSPREY Capital Asset Fund I, LLC, a Delaware limited liability company pursuant to that certain Promissory Note dated September 23, 2005 in the original principal amount of \$1,960,000.00, that certain Chattel Mortgage and Security Agreement identified on Exhibit A attached hereto, without recourse, representation or warranty, except as provided for in the Agreement.

THE SALES, TRANSFERS AND ASSIGNMENTS PROVIDED FOR HEREIN ARE EXPRESSLY SUBJECT, IN ALL RESPECTS, TO THE TERMS AND PROVISIONS OF THE AGREEMENT, WHICH ARE INCORPORATED HEREIN BY THIS REFERENCE.

This Assignment shall be governed by, and construed in accordance with, the laws of the State of Missouri.

[remainder of page intentionally left blank; signature pages to follow]

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of December 31, 2010.

Assignor:

FIFTH THIRD BANK,
an Ohio banking corporation, successor by
merger with Fifth Third Bank, a Michigan
banking corporation

By: Traci L Dodson
Print Name: Traci Dodson
Its: Vice President

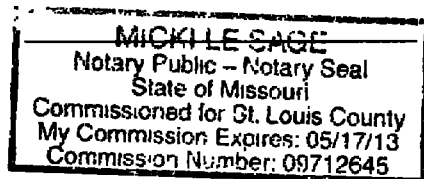
STATE OF MISSOURI)
) SS.
COUNTY OF SAINT)
LOUIS

On this 31st day of December, 2010, before me appeared Traci Dodson, to me personally known, who being by me duly sworn did say that she is the Vice President of Fifth Third Bank, an Ohio banking corporation successor by merger with Fifth Third Bank, a Michigan banking corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Micki Le Sage
Notary Public

My Commission Expires:



IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of December 31, 2010.

Assignee:



Fred Parsons

STATE OF ILLINOIS)
)
COUNTY OF MADISON)

SS.

On this 31st day of December, 2010, before me personally appeared Fred Parsons, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.


Notary Public

My Commission Expires:

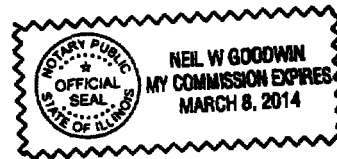


EXHIBIT A

- 1) That certain Chattel Mortgage and Security Agreement by and between Fifth Third Bank and OSPREY Capital Asset Fund I, LLC, a Delaware limited liability company, dated as of September 23, 2005.
- 2) That certain Memorandum of Chattel Mortgage and Security Agreement by and between Fifth Third Bank and OSPREY Capital Asset Fund I, LLC, a Delaware limited liability company, dated as of September 23, 2005 recorded with the United States Surface Transportation Board recordation number 25889 on October 7, 2005.